

BOTTINI & BOTTINI, INC.  
Francis A. Bottini, Jr.  
Albert Y. Chang  
Yury A. Kolesnikov  
7817 Ivanhoe Avenue, Suite 102  
La Jolla, CA 92037  
Telephone: (858) 914-2001  
Facsimile: (858) 914-2002  
fbottini@bottinilaw.com  
achang@bottinilaw.com  
ykolesnikov@bottinilaw.com

*Attorneys for Plaintiff Andrew S. Bushkin*

[Additional counsel listed on signature page.]

UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF CALIFORNIA  
SAN FRANCISCO DIVISION

ANDREW S. BUSHKIN, derivatively on  
behalf of PG&E CORPORATION and  
PACIFIC GAS & ELECTRIC  
COMPANY,

Plaintiff,

v.

BARBARA L. RAMBO, *et al.*,

Defendants,

-and-

PG&E CORPORATION, a California  
corporation, and PACIFIC GAS &  
ELECTRIC COMPANY, a California  
corporation,

Nominal Defendants.

CASE NO. 3:16-cv-00973-SI

STIPULATION AND ~~PROPOSED~~ ORDER  
REGARDING ACCEPTANCE OF SERVICE AND  
COORDINATION WITH RELATED ACTIONS

Judge: Hon. Susan Illston

1 WHEREAS on February 27, 2016, Plaintiff Andrew S. Bushkin (“Plaintiff”) commenced  
2 this shareholder derivative action, captioned *Bushkin v. Rambo, et al.*, No. 3:16-cv-00973-SI  
3 (“*Bushkin Action*”), on behalf of Nominal Defendants PG&E Corporation and Pacific Gas and  
4 Electric Company (the “Utility”) (together, “PG&E”);

5 WHEREAS other shareholder derivative actions, putatively on behalf of PG&E and  
6 captioned *San Bruno Fire Derivative Cases*, JCCP No. 4648-C, and *Tellardin v. Earley, et al.*,  
7 No. CIV 534119 (collectively, the “State Derivative Actions”), are pending before the Superior  
8 Court of California, County of San Mateo;

9 WHEREAS another shareholder derivative action, putatively on behalf of PG&E  
10 Corporation and captioned *Iron Workers Mid-South Pension Fund v. Johns, et al.*, Case No.  
11 3:13-cv-00550-SI (the “*Iron Workers Action*”), was filed in this Court on February 7, 2013;

12 WHEREAS a criminal action against the Utility, captioned *United States v. Pacific Gas*  
13 *and Electric Company*, No. 3:14-cr-00175-TEH (the “Criminal Action”), is pending in this  
14 District;

15 WHEREAS the court in the Criminal Action vacated the previously scheduled trial date  
16 of April 26, 2016, and is expected to set a new trial date at an upcoming conference;

17 WHEREAS the *Bushkin Action*, the *Iron Workers Action*, and the State Derivative  
18 Actions involve the same Nominal Defendant(s), many of the same individual defendants, and  
19 concern the events leading to the gas pipeline rupture in San Bruno, California on September 9,  
20 2010 (the “San Bruno Fire”);

21 WHEREAS following the San Bruno Fire, approximately 140 actions involving claims  
22 for personal injury and property damage in connection with the San Bruno Fire were filed and  
23 consolidated into Judicial Council Coordinated Proceeding No. 4648, captioned *PG&E San*  
24 *Bruno Fire Cases* (the “State Consolidated Action”), which was litigated in the Superior Court of  
25 California, County of San Mateo;

26  
27  
28

1 WHEREAS the State Derivative Actions have been stayed pending conclusion of the  
2 federal criminal proceedings;

3 WHEREAS, by agreement of the parties and with the approval of this Court, the *Iron*  
4 *Workers* Action has been stayed in its entirety pending resolution of the State Derivative  
5 Actions, and no date by which the defendants must respond to the *Iron Workers* complaint has  
6 been set;

7 WHEREAS not all defendants in the *Bushkin* Action have been served with process, but  
8 those defendants that have not been served desire to waive service of process and all parties  
9 desire to establish a uniform date by which all defendants must respond to the complaint;

10 WHEREAS all parties believe that the *Bushkin* Action should be stayed, at a minimum,  
11 pending conclusion of the trial in the Criminal Action;

12 WHEREAS by order dated August 28, 2015, the court in the State Derivative Actions  
13 denied defendants' demurrer on demand-futility grounds; and

14 WHEREAS defendants have permitted the plaintiffs in the related derivative actions to  
15 have access to certain limited discovery in the State Consolidated Action, including the right to  
16 be provided with notice of certain depositions in the State Consolidated Action and the right to  
17 attend and participate in such depositions, and defendants agree to provide Plaintiff Bushkin with  
18 the same right to have access to such discovery, subject to Plaintiff's agreement to abide by the  
19 terms of the confidentiality and protective order in place in the State Consolidated Action.

20 IT IS HEREBY STIPULATED THAT:

21 1. All defendants are deemed served with the complaint in the *Bushkin* Action as of  
22 the date hereof.

23 2. The *Bushkin* Action is stayed pending conclusion of the trial in the Criminal  
24 Action.

25 3. Counsel for all parties shall meet and confer regarding a further scheduling order  
26 within 30 days after conclusion of the trial in the Criminal Action and provide a status update to  
27  
28

the Court, including the parties' respective views on whether the stay of the proceedings in the *Bushkin* Action should be continued.

4. The Initial Case Management Conference currently scheduled in the *Bushkin* Action for June 17, 2016 shall be vacated.

5. During the pendency of the stay in the *Bushkin* Action, defendants agree to provide Plaintiff, upon his agreement to abide by the terms of the confidentiality and protective order in place in the State Consolidated Action, all discovery provided to plaintiffs in the State Derivative Actions.

Dated: May 2, 2016

Respectfully submitted,

BOTTINI & BOTTINI, INC.

/s/ Francis A. Bottini, Jr.

Francis A. Bottini, Jr.  
Albert Y. Chang  
Yury A. Kolesnikov  
7817 Ivanhoe Avenue, Suite 102  
La Jolla, CA 92037  
Telephone: (858) 914-2001  
Facsimile: (858) 914-2002  
fbottini@bottinilaw.com  
achang@bottinilaw.com  
ykolesnikov@bottinilaw.com

*Attorneys for Plaintiff Andrew S. Bushkin*

Dated: May 2, 2016

LATHAM & WATKINS LLP

/s/ James K. Lynch

James K. Lynch  
Gavin M. Masuda  
505 Montgomery Street, Suite 2000  
San Francisco, CA 94111  
Telephone: (415) 391-0600  
Facsimile: (415) 395-8095  
jim.lynch@lw.com  
gavin.masuda@lw.com

James E. Brandt  
885 Third Avenue  
New York, NY 10022  
Telephone: (212) 906-1200

1  
2  
3  
4  
5  
6  
7  
8  
9  
10  
11  
12  
13  
14  
15  
16  
17  
18  
19  
20  
21  
22  
23  
24  
25  
26  
27  
28

Facsimile: (212) 751-4864  
james.brandt@lw.com

*Attorneys for Nominal Defendants PG&E  
Corporation and Pacific Gas & Electric  
Company*

Dated: May 2, 2016

SKADDEN, ARPS, SLATE,  
MEAGHER & FLOM LLP

/s/ Amy S. Park

Amy S. Park  
Richard S. Horvath, Jr.  
525 University Avenue, Suite 1400  
Palo Alto, CA 94301  
Telephone: (650) 470-4500  
Facsimile: (650) 470-4570  
amy.park@skadden.com  
richard.horvath@skadden.com

*Attorneys for Defendants Barbara L. Rambo,  
Lewis Chew, Fred J. Fowler, Maryellen C.  
Herringer, Roger H. Kimmel, Richard C.  
Kelly, David M. Lawrence, Richard A.  
Meserve, Forrest E. Miller, Rosendo Parra,  
Anne Shen Smith, and Barry Lawson Williams*

Dated: May 2, 2016

McDERMOTT WILL & EMERY LLP

/s/ A. Marisa Chun

A. Marisa Chun  
Steven S. Scholes  
275 Middlefield Road, Suite 100  
Menlo Park, CA 94025  
Telephone: (650) 815-7668  
Facsimile: (650) 815-7401  
Mchun@mwe.com  
Sscholes@mwe.com

*Attorneys for Defendants C. Lee Cox, Peter A.  
Darbee, Kent M. Harvey, Christopher P.  
Johns, William D. Hayes, Geisha J. Williams,  
Nick Stavropoulos, and Dinyar B. Mistry*

1 In accordance with Civil Local Rule 5-1(i)(3) of this Court, I, Francis A. Bottini, Jr.,  
2 attest to the fact that concurrence in the filing of this document has been obtained from each of  
3 the other signatories, which shall serve in lieu of their signatures on the document.

4 /s/ Francis A. Bottini, Jr.

5 Francis A. Bottini, Jr.

6 \* \* \*

7 ~~[PROPOSED]~~ ORDER

8 PURSUANT TO STIPULATION, IT IS SO ORDERED.

9 Dated: 5/3/16

10 

11 HONORABLE SUSAN ILLSTON  
12 UNITED STATES DISTRICT JUDGE  
13  
14  
15  
16  
17  
18  
19  
20  
21  
22  
23  
24  
25  
26  
27  
28